

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE :  
W. R. GRACE & CO. : Chapter 11  
Debtor. : Case No. 01-01139 (JKF)  
Debtor. : Related Docket Item:13003

**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION TO  
FORTY-FORTH MONTHLY FEE APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX CONSULTANTS  
TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE MONTH OF MAY 2006**

On August 16, 2006, PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants to the Debtors, filed its *Forty-fourth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants for Debtors, For Allowance of Compensation and Reimbursement of Expenses for the Month of May 2006* (Docket No. 13003) (the “Application”). The notice filed with the Application provided an objection deadline of 4:00 pm (Eastern Standard Time) on September 5, 2006. The undersigned hereby certifies that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals dated December 31, 2001 (“the Order”), the Debtor is authorized to pay PwC \$63,990.40 which represents eighty percent (80%) of the fees, and \$468.23 which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

Dated: September 11, 2006

SMITH, KATZENSTEIN & FURLOW, LLP

/s/Kathleen M. Miller

Kathleen Miller (I.D. No.2898)  
The Corporate Plaza  
800 Delaware Avenue, 7th Floor  
P.O. Box 410  
Wilmington, DE 19899 (Courier 19801)  
Telephone: 302-652-8400  
Facsimile: 302-652-8405  
Email: Kmiller@skfdelaware.com

Attorneys for PricewaterhouseCoopers LLP

**CERTIFICATE OF SERVICE**

I hereby certify that on the 11<sup>th</sup> day of September 2006, a copy of the **No Order Required Certification of No Objection to Forty-forth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants to the Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of May 2006** was served on the following parties in the manner herein indicated:

W.R. Grace & Co.  
7500 Grace Drive  
Columbia, MD 21044  
Attn: David B. Siegel, Senior Vice President  
and General Counsel  
VIA U.S. MAIL/E-MAIL IN PDF FORMAT TO  
william.sparks@grace.com

Laura Davis Jones, Esq.  
Pachulski, Stang, Ziehl, Young & Jones, P.C.  
919 North Market Street, Suite 1600  
P.O. Box 8705  
Wilmington, DE 19899-8705  
VIA E-MAIL IN PDF FORMAT  
TO dcarickhoff@psyzj.com

Steven M. Yoder, Esq.  
The Bayard Firm  
222 Delaware Avenue, Suite 900  
P.O. Box 25130  
Wilmington, DE 19899  
VIA E-MAIL IN PDF FORMAT  
TO syoder@bayardfirm.com

Michael R. Latowski, Esq.  
Duane, Morris & Heckscher, LLP  
1100 N. Market Street, Suite 1200  
Wilmington, DE 19801-1246  
VIA E-MAIL IN PDF FORMAT  
TO mlastowski@duanemorris.com

Michael B. Joseph, Esq.  
Ferry & Joseph, P.A.  
824 Market Street, Suite 904  
P.O. Box 1351  
Wilmington, DE 19899  
VIA E-MAIL IN PDF FORMAT  
TO ttacconelli@ferryjoseph.com

Mark Hurford, Esq.  
Campbell & Levine, LLC  
Chase Manhattan Centre, 15th Floor  
1201 Market Street, Suite 1500  
Wilmington, DE 19801  
VIA E-MAIL IN PDF FORMAT  
TO mhurford@camlev.com

Teresa K.D. Currier, Esq.  
Klett Rooney Lieber & Schorling  
1000 West Street, Suite 1410  
Wilmington, DE 19801  
VIA E-MAIL IN PDF FORMAT  
TO currier@klettrooney.com

Frank J. Perch, Esq.  
Office of the United States Trustee  
844 King Street, Suite 2311  
Wilmington, DE 19801  
VIA U.S. MAIL

James H.M. Sprayregen, Esquire  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, IL 60601  
VIA E-MAIL IN PDF FORMAT  
TO james.kapp@chicago.kirkland.com

J. Douglas Bacon, Esq.

Latham & Watkins  
Sears Tower  
Suite 5800  
Chicago, IL 60606  
VIA E-MAIL IN PDF FORMAT  
TO david.heller@lw.com and  
carol.hennessey@lw.com

Lewis Kruger, Esq.  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038-4982  
VIA E-MAIL IN PDF FORMAT  
TO rserrette@stroock.com

Scott L. Baena, Esq.  
Bilzin, Sumberg, Dunn, Baena,  
Price & Axelrod, LLP  
First Union Financial Center  
200 South Biscayne Blvd, Suite 2500  
Miami, FL 33131  
VIA E-MAIL IN PDF FORMAT  
TO jsakalo@bilzin.com

Elihu Inselbuch, Esq.  
Caplin & Drysdale  
399 Park Avenue, 36th Floor  
New York, NY 10022  
VIA E-MAIL IN PDF FORMAT  
TO pvn1@capdale.com

Philip Bentley, Esq.  
Kramer, Levin, Naftalis &  
Frankel, LLP  
919 Third Avenue  
New York, NY 10022  
VIA E-MAIL IN PDF FORMAT  
TO pbentley@kramerlevin.com

Warren H. Smith  
Warren H. Smith & Associates  
Republic Center  
325 North Saint Paul Street  
Dallas, TX 75201  
VIA U.S. MAIL/E-  
MAIL IN AN ELECTRONIC  
F O R M A T      T O      w h s m i t h @  
whsmithlaw.com

/s/Kathleen M. Miller  
Kathleen M. Miller